



Series: Board Governance COA: GOV
2.02, 5.01, 6 ETH 2.01

Policy Name: Governance Model
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Applicable to: Board of Directors

SUBJECT: Governance Model and Rules of Order

PURPOSE: To Establish the Brevard C.A.R.E.S. Board of Directors Governance Model and Rules of Order

POLICY: The purpose of the Board of Directors is to ensure the financial viability, set policy, and ensure the integrity of Brevard C.A.R.E.S. as an organization. In its role of fiduciary and business oversight, the Brevard C.A.R.E.S. Board of Directors will utilize the Carver Policy Governance model to establish its guiding principles and framework for oversight. Board meetings will be governed utilizing the Roberts Rules of Order as a guide for meeting management. The Board of Directors will govern through the approval and adoption of the following guidelines:

The Board Management Delegation Process:

The Board will govern based on the following:

1. The Board gives advice, and guidance as one body and gives direction as a Board.
2. There is a clear distinction between a Board's role in policy setting and the Brevard C.A.R.E.S. Executive Director's role as implementing policy to achieve the mission.
3. The Board is responsible to monitor the quality of services and financial integrity of the corporation.
4. The Board will self-evaluate and review its performance as a Board and individual Board members on an annual basis.
5. The Board will annually evaluate the Executive Director (ED) based on goals set by the Board. The Board will review the ED performance evaluation annually provided by the Board Chair and in accordance with the BFP salary administration plan and approval review and recommend the salary, benefits, and financial incentives to be awarded as a result of the performance milestones.

Board Meetings

Meetings shall be held monthly with an agenda provided to members at least one week in advance.

- a. The ED in concert with the Board Chair will develop the agenda to be approved by the Board Chair.

- b. The ED will ensure materials for monthly meetings are prepared and disseminated following approval of the Board Chair one week in advance of the Board meeting.
- c. The ED makes recommendations based on Board priorities and actions and presents written motions for consideration at the meeting regarding policies for approval by the Board.
- d. The Board shall monitor Brevard C.A.R.E.S. performance.
- e. The Board shall monitor the fiscal affairs of the agency through monthly distribution of financial reports.
- f. The Board shall ensure that Brevard C.A.R.E.S. adheres to its Mission and to the Brevard Family Partnership's System of Care and vision of the community (as established by Together in Partnership.)

Role of Chairperson

The responsibility of the Chairperson and ED is to ensure that the Board operates consistently within its own rules and Bylaws. The Chairperson may represent the Board within the scope of the Boards actions.

Board Member's Code of Conduct

The Board commits itself and its members to ethical and lawful conduct including proper use of authority when acting as a Board member.

Conflict of Interest

Members will disclose monthly their involvement with other organizations that might produce a conflict and voluntarily withdraw from decision making in matters accordingly.

Committees

The Board may appoint committees as appropriate within a defined scope of work and in accordance with the company Articles and Bylaws.

The Board and ED Linkage:

The Board's sole official connection to the operational organization, its achievements, and conduct will be through the Brevard C.A.R.E.S. Executive Director. Unity of Control

1. Decisions or instructions of individual Board members, Officers, or Committees apart from that of the BFP CEO acting in the role of CEO of C.A.R.E.S are not binding on the ED except in rare instances when the Board has specifically appointed a committee to work with the ED on a specific matter to gather and collect data and report back to the Board for a collective decision to be made.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the ED can refuse such request that require, in the ED's opinion, a material amount of staff time or funds, or are disruptive and direct the member making to request to do so at an official Board meeting for approval and direction of the Board.

Accountability of the ED

The ED is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned is considered the authority and accountability of the ED.

Accordingly,

1. The Board will never give instruction to persons who report directly or indirectly to the ED.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the ED.
3. The Board will view and evaluate the ED performance as identical to organizational performance and indicative of corporate and community values.

Delegation to the ED

The Board will instruct the ED through written policies that prescribe the organizational Ends (issues of organization purpose) to be achieved and describes organizational situations and actions to be avoided, allowing the ED to use any reasonable interpretation of these policies.

Accordingly,

1. The Board will develop practices instructing the ED to achieve certain results, for certain recipients, at a specific cost. These practices will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.
2. The Board will develop policies that limit the latitude the ED may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the ED uses reasonable interpretations of the Board's Ends and Executive Limitations policies, the ED is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and ED domains. By doing so, the Board changes the latitude of choice given to the ED. But as long as any particular delegation is in place, the Board will respect and support the ED's choices.

Monitoring ED Performance

Systematic and rigorous monitoring of ED job performance will be measured by organizational accomplishment of Board policies on Ends and Outcomes and organizational operations within the boundaries established in Board policies on Executive Limitations.

Accordingly,

1. Monitoring is simply to determine the degree to which Board policies are being met.
2. The Board will acquire monitoring data by one or more of three (3) methods: (a) by internal reports, in which the ED discloses compliance information to the Board, (b) by external reports, in which an external, disinterested third party selected by Board assesses compliance with board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be the *reasonable* ED interpretation of Board policy being monitored.
4. All policies that instruct the ED will be monitored at a frequency and by a method determined by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Executive Limitations:

Common Executive Constraint

The Brevard C.A.R.E.S. Executive Director shall not allow practices, activities, decisions or organizational circumstances that are either unlawful, imprudent, or in violation of commonly accepted business and professional ethics. Any violation of a criminal law, actions that derive an improper personal benefit, recklessness or act of omission committed in bad faith or malicious purpose shall be cause for immediate dismissal of the ED.

Treatment of Customers (clients)

With respect to interactions with customer clients or those applying to be customer clients, the ED shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality of privacy.

Accordingly the ED shall not:

1. Use or allow to be used application forms that elicit information for which there is no clear necessity. Using only required forms as required by Law.
2. Use or allow to be used methods of collecting, reviewing, transmitting, or sorting customer client information that fails to protect against improper access to such material.
3. Maintain or allow maintaining facilities that fail to provide a reasonable level of safety and confidentiality.
4. Fail (or allow others) to establish a clear understanding of what services Brevard C.A.R.E.S. performs for the customer client.
5. Fail (or allow others) to inform customer clients of this policy, or to provide a grievance process to those who believe that they have not been afforded a reasonable interpretation of their rights under this policy.

Treatment of Staff

With respect to treatment of paid or volunteer staff, the ED may not cause or allow conditions that are unfair, undignified or unlawful.

According the ED shall not:

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and *grossly* preferential treatment for any reason.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the Board when (a) internal grievance procedure has been exhausted and (b) the employee alleges that either a Board policy has been violated to his or her detriment or a Board policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.

Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends or Outcomes, priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Financial Conditions and Activities

With respect to the actual, ongoing financial conditions and activities, the ED shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities. According, the ED shall not expend more funds than have been received in the fiscal year to date.

Emergency ED Succession

In order to protect the Board from sudden loss of ED services, the Brevard Family Partnership Chief Executive Officer (CEO) will identify an acting ED whom shall serve in the interim period until a permanent assignment occurs. In the event of the resignation of the ED, the CEO will identify a Senior Management member to temporarily fulfill the ED role until a suitable replacement is identified.

Asset Protection

The ED shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the ED shall not:

1. Fail to insure against theft and causality loss to at least 80 percent of replacement value and against liability loss to the Board members, staff, and the organization itself in an amount greater than is required for a comparable community not-for-profit organization; thus allowing adequate Board liability insurance.
2. Subject plant and equipment to improper wear and tear or insufficient maintenance.
3. Make any purchase without making a comparative prices check.
4. Receive, process, or disburse any funds that would violate Board-approved standards.

Compensation and Benefits

With respect to employment, compensation, and benefits to employee, consultant, contract workers, and volunteer, the ED shall not cause or allow jeopardy to fiscal integrity or public image.

According, the ED shall not:

1. Change personal compensation and benefits.
2. Promise or imply permanent or guaranteed employment.

3. Establish a compensation package for all employees, that is not within the salary line item budget for each year.

4. Develop a performance review process that is not manageable and equitable for all employees.

Communication and Support to the Board

The ED shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the ED shall not:

1. Neglect to submit monitoring data required by the Board, in a timely and accurate fashion.
2. Let the Board be unaware of relevant trends, outcomes, anticipated adverse media coverage, internal and external changes and any Board directed issues that were in danger of failure.
3. Fail to advise the Board if, in the ED opinion, the Board is not in compliance with its own policies on Governance Process and Board-ED linkage.
4. Fail to deal with the Board as a whole except when (a) fulfilling individual request for information, conducting Board briefings or (b) responding to officers or committees duly charged by the Board.
5. Fail to report in a timely manner actual or anticipated non-compliance with any policy of the Board.
6. Fail to supply for the consent agenda all items delegated to the ED yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

The ED may not enter into any grant or contract arrangements that fail to emphasize primarily the production of ends or outcomes, and secondarily, the avoidance of unacceptable means.

Accordingly, the ED shall not:

1. Fail to prohibit particular methods and activities to preclude grants funds from being used in imprudent, unlawful, or unethical ways.
2. Fail to provide a comprehensive procurement and monitoring process in accordance with State, Federal and County standards in which recommendations regarding contract status and awards are disseminated to the Board

Brevard C.A.R.E.S, Inc. Policy and Procedure Manual

Approved by the Brevard C.A.R.E.S. Board of Directors August 12, 2020

AS APPROVED BY THE BOARD OF DIRECTORS:

BY DIRECTION OF THE EXECUTIVE DIRECTOR:



DAN RODGERS
Board Chair

Signature Date: 08/12/2020



KATHRYN PARKER
Executive Director

Signature Date: 08/12/2020